

**BYLAWS
OF
PEOPLE TV, INC.**

Adopted, 1986

Revised and Amended, 2004

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OF
PEOPLE TV, INC.**

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Attest

Date Approved: _____

Secretary: _____

BYLAWS
OF
PEOPLE TV, INC.

Incorporated under the laws of the State of Georgia. 1986.

ARTICLE I

NAME

SECTION 1. Name. The name of the Corporation shall be People TV, Inc.

ARTICLE II

OFFICES

SECTION 1. Principal Office. The principal office of the Corporation in the State of Georgia shall be located in the City of Atlanta, County of Fulton. The Corporation may have other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2. Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Georgia a Registered Office and a Registered Agent whose office is identical with the Registered Office, as required by the Georgia Nonprofit Corporation Code. The Registered Office may be, but need not be, identical with the principal office in the State of Georgia, and the address of the Registered Office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSES

SECTION 1. Nonprofit Corporation. The Corporation is a nonprofit Corporation. It is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall have no capital stock and no shareholders. The Corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director, Officer, or Trustee of the Corporation, or any other private person. People TV, Inc. is not, nor shall it be deemed to be, or hold itself out to be, a department or operating agency of the City of Atlanta.

SECTION 2. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws. The Agreement entered into by and between the City of Atlanta and People TV, Inc., which designates the People TV, Inc. to operate public access is specifically incorporated herein, made a part hereof, and the terms and conditions of the aforesaid Agreement are incorporated herein by specific reference thereto.

SECTION 3. Charitable Purpose. The Corporation is organized exclusively for charitable, educational, and scientific purposes as is contemplated in the Internal Revenue Code Section 501(c)(3), or corresponding sections of any future federal tax code. The Corporation is further authorized to receive and to make contributions in furtherance of these purposes, and to make distributions to organizations that may exist in carrying out those purposes and to organizations that qualify under Internal Revenue Code Section 501(c)(3).

SECTION 4. General Purposes. The general purpose of the Corporation, as established in the Agreement between the City of Atlanta and People TV, Inc., is to provide for the management of day to day operations of public access production facilities in the City of Atlanta

as follows:

- (a) within the aforesated purpose the public access provided by People TV, Inc. is for nonprofit, noncommercial purposes and for the production of programming to be cablecast on the public access channel. The general purpose of People TV, Inc. is further limited in that programming material and copies thereof which are produced using the production facilities of People TV, Inc. shall not, subsequently, be commercially distributed in any manner without the prior written permission of People TV, Inc.;
- (b) to operate, manage, administer, promote and develop the public access channels within the Atlanta cable television system in accordance with the terms and provisions of the cable television franchise agreement, as it may be amended from time to time, in effect between the City of Atlanta and the cable operator, and in accordance with all applicable state and federal laws, rules and regulations;
- (c) to establish, acquire, maintain and operate noncommercial cablecasting facilities and equipment and to make such facilities available to qualified users on a non-discriminatory basis;
- (d) to provide education, training, and technical assistance to individuals and nonprofit organizations;
- (e) to educate, develop, and train technicians and other personnel in all areas related to telecommunications and video production;
- (f) to serve as a community resource for information and programming;

- (g) to provide assistance to and promote the use of local educational and governmental channels;
- (h) to facilitate and coordinate the sharing of noncommercial programming with other nonprofit organizations;
- (i) to sponsor and conduct competitions, contests, special events and awards for the purpose of promoting and supporting artistic and technical excellence in the use of the media;
- (j) to apply for and receive contributions, grants, donations, and other funding from individuals, organizations, government agencies and others, and to use such funds in ways consistent with the foregoing purposes; and
- (k) to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in its Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501 (c) (3) of the Internal Revenue Code).

SECTION 5. General Powers. The Corporation shall have all those general powers specified in §§14-3-302 and 14-3-303 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any other purposes set forth herein, provided the same is not forbidden by the laws of the State of Georgia.

ARTICLE IV

TAX-EXEMPT STATUS

SECTION 1. Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner to assure its status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

- a) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) Notwithstanding any other provisions of the Articles of Incorporation, or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or (ii) by a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

SECTION 2. Intent. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V

TERRITORY

SECTION 1. Territory. The Territory of People TV, Inc. is principally, but not limited to the City of Atlanta, Fulton County, Georgia. The territory is subject to those changes which the Board of Directors may make in the future.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be and shall remain residents of the City of Atlanta, State of Georgia.

SECTION 2. Authority and Responsibility. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively promote its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and

regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility. Under no circumstances, however, shall the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any Member, Director, officer, or other private person or individual.

SECTION 3. Number and Tenure. The Board of Directors shall be composed of not more than twenty-one (21) members and not less than seven (7) members. The CEO-General Manager of People TV, Inc. will be considered an ex-officio member of the Board of Directors. The Telecommunications Manager of the Mayor's Office of Communications shall be an ex-officio member of the Board of Directors. The Board of Directors of the Corporation shall consist of five (5) Directors appointed by the Mayor of the City of Atlanta with the advice of the Director of Communications of the Mayor's office, six (6) Directors appointed by the City Council, one (1) appointed by the cable franchisee, and up to nine (9) Directors to be chosen by the Board of Directors of People TV, Inc. The initial term of office of a Member of the Board of Directors shall be two (2) years. Upon completion of an initial term of office, a Board Member may be elected or appointed for an additional two (2) year term of office.

SECTION 4. Qualifications. The Board of Directors shall develop its own rules and procedures for performing its duties and functions and shall develop and maintain qualifications for selection as a member of the Board of Directors. In addition to any and all rules and procedures developed by the Board of Directors for self-governance and qualifications for Board

members, each member of the Board of Directors shall be responsible for an annual contribution, shall attend functions, and shall attend and represent the Corporation at selected events, meetings and gatherings.

SECTION 5. Removal. Any member of the Board of Directors may be removed with or without cause upon the unanimous vote of the Board of Directors, excluding the Director who is the subject of the action. Any member of the Board of Directors who misses three (3) consecutive meetings shall be subject to notice of excessive absence and removal.

SECTION 6. Honorary Members. The Board of Directors may, from time to time and in its discretion, establish criteria for consideration and appoint distinguished individuals to serve as honorary members of the Corporation's Board of Directors. All Honorary Directors shall enjoy all of the rights and privileges associated with membership on the Corporation's Board and as determined by the Board of Directors, with the exception that no Honorary Director shall have the right to vote on any matter coming before the Board of Directors. Honorary Directors shall be elected to specific terms as the Board of Directors shall consider appropriate and shall be subject to removal upon the majority vote of the Board of Directors.

SECTION 7. Advisory and Other Committees. The Board of Directors may provide for such other committees or advisory groups, consisting in whole or in part of persons who are not Directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee or advisory group at its pleasure. It shall be the function and purpose of each committee or advisory group to advise the Board of Directors; each committee or advisory group shall have such powers and perform those specific duties or functions, not inconsistent with the Articles of Incorporation of the Corporation or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such committees or

advisory groups shall be reported to the Board of Directors at its meeting next succeeding said action and shall be subject to control, revision, and termination by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

SECTION 8. Quorum. One-third of the Corporation's Board of Directors or a minimum of five (5) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each member of the Board of Directors shall be entitled to one vote. Except as otherwise required by the Georgia Nonprofit Corporation Code, the Corporation's Articles of Incorporation, or these Bylaws, all decisions of the Board of Directors shall be by majority vote of those present.

SECTION 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term.

SECTION 11. Compensation. Directors shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken

without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

SECTION 13. Directors Set Policy. The Directors shall establish corporate policy, conduct, manage and control the affairs and business of the Corporation and make rules and regulations consistent with the laws of the State of Georgia, the Articles of Incorporation and Bylaws of the Corporation. Directors shall receive no compensation for any governing and/or advisory services rendered to the Corporation in their role as a Board Member. Compensation to a Board Member for services or pursuant to contract shall be subject to Board approval.

SECTION 14. Conflict of Interest Policy. Any Director, Officer, or key employee of the Corporation who has an interest in a contract or other transaction presented to the Board or a Committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or Committee prior to action on such contract or transaction. The disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be adverse to the Corporation's interests. It is also provided that to the extent possible, the Board of Directors adopts the Code of Ethics of the City of Atlanta.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the Board Members entitled to vote, whether the disclosure shows that a conflict of interest is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting

shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum is present.

SECTION 15. Nominations. Only persons qualified to hold office shall be nominated (or appointed) to the Board of Directors. No person shall be nominated unless he or she has consented in writing to hold office. All practical efforts shall be made to ensure that the Board of Directors reflects the social, economical, geographic, racial and political diversity of the City of Atlanta.

SECTION 16. Elections. Each seat on the Board, which would expire on December 31 of any year, shall be up for re-election. Any Board Member to be elected by the Members of the Board may be elected or reelected at the monthly meeting of the Board of Directors. All elections shall be held under the supervision of the Nominations and Board Development Committee of the Board of Directors.

SECTION 17. Voting. All Members of the Board of Directors shall have equal voting rights, and each shall have one (1) vote for election of a new member to each vacant seat on the Board.

SECTION 18. Election Results. The Nominations and Board Development Committee of the Board of Directors shall count the votes. The results of each election shall be announced.

SECTION 19. Commencement of Term of Office. Newly elected Directors shall take office at the monthly meeting of the Board following his or her election, and his or her term of office shall commence as of that date.

ARTICLE VII

MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held each year on the fourth Tuesday in the month of March. At the annual meeting, the members shall (i) hear reports from the President of the Board and from the CEO-General Manager; (ii) elect, when appropriate, new members to the Board of Directors; (iii) transact any other business as may lawfully come before the meeting. In addition, special meetings of the Board of Directors for any purpose may be called at any time upon written notice mailed at least ten (10) days in advance of the meeting. Any special meetings may be called at the instance of the President of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting, without further notice, except announcements at the meeting, until a quorum shall have been obtained.

SECTION 2. Regular Meetings. The Board of Directors may meet monthly at a time or place to be determined by the Board. The Board of Directors may provide, by Resolution, the time and place, within the City of Atlanta, for the holding of additional regular meetings of the Board without other notice than said Resolution.

SECTION 3. Special Meetings. Special meetings of the Board of Directors shall be called by or at the request of the President or any two Directors with notice to all Members of the Board. The President or Director authorized to call special meetings of the Board may fix any place, within the City of Atlanta, as the place for holding any special meeting of the Board.

SECTION 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or telegram, or by e-mail, to each Director's address as shown by the records of the Corporation.

If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, the notice shall be deemed delivered when sent to Director's e-mail address of record. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these Bylaws.

SECTION 5. Waiver or Notice. No notice of any meeting need be given any Director who attends a meeting, unless the Director at the beginning of the meeting states any objection or objections to the place or time of the meeting, to the manner in which it has been called or convened, or to the transaction of business thereby. Further, notice shall not be required to be given to any Director who at any time before or after the meeting waives notice of the same in writing.

SECTION 6. Consent. Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors or of a Committee may be taken without a meeting, if written consent setting forth the actions so taken shall be signed by a majority of the Directors or members of the Committee, as the case may be, and the written consent is filed with the minutes of the proceedings of the Board or the Committee, as the case may be.

SECTION 7. Conference Calls. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of

proxy, telephone, telephone conference, or similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting.

SECTION 8. Internet or Web Conference. The Board of Directors may provide, by Resolution, the time and procedure for Members of the Board of Directors, the Executive Committee or any Committee duly designated by the Board to participate in a meeting of the Board or Committee by internet or web conference, internet listserv or similar technology, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section may be held over the period of time set out in the Resolution for holding such meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting. All actions that could be taken at a meeting where members of the Board or members of Committees would be physically present at the same time, may be taken during any meetings held by the means set out above unless otherwise restricted or prohibited herein.

SECTION 9. Robert's Rules of Order. Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the Board of Directors and its Committees.

ARTICLE VIII

OFFICERS

SECTION 1. Officers. The officers of the Board of Directors shall be a President, one or more Vice President(s) (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and any other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other officers, including one or more

Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Officers shall have the authority and shall perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at the annual meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor has been duly elected and shall have qualified.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby, but, provided that, removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer who is absent from three consecutive meeting of the Board or any officer who fails to fulfill their financial or service obligation to the Board shall be subject to notice and removal.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal officer of the Board of Directors and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at the meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of

Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer, agent, or to the CEO-General Manager of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the President or in the event of an inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; shall have oversight of the receipt of moneys due and payable to the Corporation from any source whatsoever, and oversight over deposits of all such moneys in the name of the Corporation in those banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIV of these Bylaws; and in general perform shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be responsible for providing guidance to and oversight of the financial affairs of the Corporation and its CFO-Deputy General Manager.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE IX

COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee and one or more additional committees, focus groups, task forces, or task teams, each of which shall consist of or include two or more Directors, which committees, focus groups, task force, or task teams, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors as assigned to it in the management of the Corporation, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing

the Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by committee. The designation and appointment of any such committee, focus group, task force, or task team and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon or by law.

SECTION 2. Other Committees. Other committees, focus groups, task forces, or task teams not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee or task team shall be Directors, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Corporation shall be served by removal.

SECTION 3. Term of Office. Each member of a committee, focus group, task force, or task team shall continue until the next annual meeting of the Board of Directors of the Corporation and until a successor is appointed, unless the committee, focus group, task force, or task team shall be sooner terminated, or unless such member be removed from the committee,

focus group, task force, or task team, or unless the member shall cease to qualify as a member thereof.

SECTION 4. Chair. One member of each committee, focus group, task force, or task team shall be appointed Chair by the person or persons authorized to appoint the members thereof.

SECTION 5. Vacancies. Vacancies in the membership of any committee, focus group, task force, or task team may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, focus group, task force, or task team, a majority shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee, focus group, task force, or task team may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 8. Standing Committees. The Board of Directors shall establish committees as needed with the following suggestions and responsibilities as guidelines:

- (a) Executive Committee. The Executive Committee shall consist of the elected officers of the Board of Directors. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors. All actions by

the Executive Committee shall be reported to the Board of Directors at its next meeting following such action. Regular minutes of the proceedings of the Executive Committee shall be kept by the Secretary of the Corporation. The Executive Committee shall review and present to the Board the annual budget prepared by the CFO-Deputy General Manager and the CEO-General Manager, shall review and present the annual report prepared by the CEO-General Manager, shall regularly monitor the Corporation's expenses and income, and shall approve all staff appointments and dismissals, and review and evaluate personnel matters. The President shall be the chairperson of the Executive Committee.

- (b) Finance Committee. The Finance Committee shall consist of three (3) Directors including the Treasurer, and shall regularly review the Financial Status of the Corporation, supervise the preparation of periodic financial statements, annual audits, and federal and state tax returns, and recommend to the Board whether the Corporation is meeting its annual budget. The Treasurer shall be the chairperson of the Finance Committee.
- (c) Fund-raising Committee. The Fund-raising Committee shall consist of three (3) Directors and shall develop and implement fund-raising strategies and grant proposals for the Corporation. It shall recommend to the Board of Directors an annual fund-raising plan, and upon adoption of the plan by the Board, the Committee shall take action to implement specific matters. It shall meet regularly to monitor the Corporation's fund-raising activities.

(d) Operations Committee. The Operations Committee shall consist of three (3)

Directors and shall monitor the use of the Corporation's facilities and equipment. It shall report to the Board on the condition of equipment and make recommendations to the Board on repairing and replacing existing equipment and acquiring new equipment. The Operations Committee shall maintain statistics and report to the Board the users and the use of facilities and equipment. It shall develop, monitor and implement rules to ensure that the use of the facilities is allocated in a fair and equitable manner consistent with the Corporation's policies and all applicable laws, ordinances, and regulations.

(e) Programming and Education Committee. The Programming and Education Committee shall consist of three (3) Directors and shall be responsible for ensuring that a wide variety of programming, which addresses the interests of Atlanta, is presented. It shall develop, monitor and implement rules for the allocation of cablecast time in a fair and equitable manner consistent with the Corporation's policies and all applicable ordinances, laws and regulations. It shall also be responsible for ensuring that programming content is consistent with the policies of the Corporation and all applicable ordinances, laws and regulations.

(f) Marketing Committee. The Marketing Committee shall consist of three (3) Directors and shall cultivate positive public relations for the Corporation, and shall develop plans and strategies for making the activities of the Corporation known and understood by the public.

(g) Human Resources Committee. The Human Resources Committee shall consist of not less than three (3) Directors and shall be responsible for all staff, employment and volunteer matters of the corporation.

The Human Resources Committee or a duly designated subcommittee shall have the primary responsibility for receiving grievances from all employees of the Corporation, officers of the Corporation, Producers and others. All grievances shall be forwarded to the Chair of the Human Resources Committee within thirty (30) days from the date it is received by any Member of the Board of Directors or the CEO-General Manager. Any complainant shall have ten (10) days to appeal any decision rendered by the Human Resources Committee to the full board of Directors. Such appeal shall be heard by the full Board of Directors at its next regularly scheduled meeting.

SECTION 9. Nominating and Board Development Committee. The President shall also establish from time to time a Nominating and Board Development responsible for preparing and submitting to the Board of Directors a slate of recommended Directors representing the community and to pursue policies and best practices for board development, training and participation. Nominations for the Board of Directors shall be representative of the community to insure broad interest and support of the community, and to bring to the board the requisite skills and background for success.

ARTICLE X

SPECIAL PURPOSE DIVISIONS

SECTION 1. Divisions. The Board of Directors, by resolution adopted by a majority of

the Directors in office, may create and establish special purpose divisions, which shall establish the Board for said Division that shall include not less than two members of the Board of Directors, for the purpose of fulfilling the mission and general purposes of People TV, Inc.

SECTION 2. Governance. The Board of Directors shall propose and approve Guidelines for the operation of any special purpose division established pursuant to this Article.

SECTION 3. Term. The Board of Directors, by resolution, shall establish the term for which such special purpose division shall operate, which term may be renewable, and the Board of Directors shall retain full power and authority to take such action, by resolution, to dissolve and terminate any special purpose division at any time by a majority of the Board of Directors.

ARTICLE XI

CEO-GENERAL MANAGER/CFO-DEPUTY GENERAL MANAGER

SECTION 1. Chief Executive Officer-General Manager. A CEO-General Manager shall be hired by a majority of the Members of the Board of Directors then in office. The CEO-General Manager shall be the chief executive officer of the Corporation. He or she shall have the authority and duty to manage the Corporation's programs and to operate the Corporation's facilities in accordance with the general policies and directions established by the Board of Directors and the Executive Committee. He or she shall be accountable to the Board of Directors. Furthermore, in all instances, the Board of Directors shall have ultimate approval of the CEO-General Manager's work and has the right and duty to hire and fire that person as needs dictate. All other staff personnel shall be accountable to the CEO-General Manager who shall employ, define duties, set workload limits, assess, promote, discipline and/or dismiss. He or she shall supervise the daily operations of the employees and shall have such additional authority and duties as the Board of Directors, the Executive Committee or the President of the Corporation shall from time to time prescribe.

For the purposes of the Digital Millennium Copyright Act ("DMCA"), 17 U.S.C. Section

512(c)(2), the CEO-General Manager is designated as agent for notification of claimed infringement. The CEO-General Manager shall act as the Corporation's representative for all matters related to the grant of permissions for use of People TV, Inc.'s copyright and trademark matters or shall designate a staff member to serve in that capacity. All policies, directions and duties shall be communicated to the CEO-General Manager by the Board of Directors, Executive Committee, or President or Vice-President of the Corporation, and in the execution of the CEO-General Manager's duties, he or she shall report to and be directly responsible to the Executive Committee. The CEO-General Manager shall not be deemed an officer of the Corporation. However, the CEO-General Manager shall be an ex officio member of the Board of Directors and shall attend all regular meetings of the Board or any of its committees upon the request of any Director.

SECTION 2. Chief Financial Officer-Deputy General Manager. A CFO-Deputy General Manager shall be hired by the CEO-General Manager. He or she shall be accountable to the CEO-General Manager. In addition, he or she shall supervise the daily operation of other employees as assigned by the CEO-General Manager and shall have such additional authority and duties as the CEO-General Manager shall from time to time prescribe.

The CFO-Deputy General Manager shall be responsible for oversight of all funds and securities of the Corporation; shall have oversight of the receipt of moneys due and payable to the Corporation; shall manage and oversee all contracts, leases and property of the corporation; shall oversee all deposits of any moneys in the name of the Corporation; shall be responsible for all human resources matters of the corporation; and shall manage all bookkeeping, accounting and payroll processes for the Corporation. In addition, the CFO-Deputy General Manager shall monitor the Corporation's expenses and finances and prepare periodic financial statements and annual budgets to be presented and reviewed by the Finance Committee, the Executive Committee and approved by the Board of Directors.

ARTICLE XII

BOARD OF DIRECTORS INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification. Directors of the Corporation shall be immune from

liability to the Corporation or to others to the fullest extent permitted by law. Any person who was or is a party or has been threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the interest of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorneys fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Corporation (and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful), to the maximum extent permitted by and in the manner provided by the Georgia Nonprofit Corporation Code, and, if applicable, Section 4941, of the United States Internal Revenue Code of 1986, as amended.

SECTION 2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 1 above shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his official capacity and as to a person who has ceased to be Director, Officer, employee, Trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee or agent of the Corporation, or who is or was serving at the request of the

Corporation as a Director, officer, employee, trustee or agent of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. Directors of the Corporation shall apply for and maintain, in full force and effect, such insurance, including, but not limited to, errors and omissions insurance, as it may determine to be reasonable and necessary.

ARTICLE XIII

NON-DISCRIMINATION

SECTION 1. Non-Discrimination. Selection of the Board of Directors, Officers of the Corporation, Members, Volunteers and staff shall not be based on race, color, religion, age, sex, national origin, sexual orientation, disability, or social status.

SECTION 2. Accessibility. The President of the Board shall appoint a member of the Board for all Americans with Disabilities Act of 1990 (ADA) related matters. The CEO-General Manager shall act as the Corporation's ADA coordinator or shall designate a staff member to serve in that capacity.

ARTICLE XIV

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in a manner as shall from time to

time be determined by resolution of the Board of Directors; and the Board may authorize from time to time and grant authority to the CFO-Deputy General Manager to sign checks. In the absence of such determination by the Board of Directors, the instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

SECTION 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors of People TV, Inc., its officers, employees and agents, may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Any gift or donation to be made to People TV, Inc. shall be disclosed in advance and shall be submitted to the Board of Directors for consideration, conditions and acceptance.

ARTICLE XV

BOOKS AND RECORDS

SECTION 1. Corporate Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors.

SECTION 2. Record Retention. The Corporation shall maintain and archive, as either paper or in digital or electronic format, any and all financial records, grant and public funding records, and tax records for ten years unless otherwise determined by the Board for a longer period.

ARTICLE XVI

FISCAL PROVISION

SECTION 1. Fiscal Year. The fiscal year shall be the calendar year beginning in January and ending on December 31.

SECTION 2. Annual Accounting. Following the close of the Corporation's fiscal year, its books and accounts shall be compiled by its independent, certified public accountants, who shall thereupon forward a written report of the results of their compilation to the Board of Directors and shall meet all deadlines as required by the Agreement with the City of Atlanta. The Board shall determine policy as to procedural, informal, or certified audit.

SECTION 3. Financial Records. All monies received by the Corporation will be deposited and receipted through a properly maintained bookkeeping system to be set up or designated by the Board of Directors. All monies received will be used for the on-going support of the Corporation's Office and Programs. The Finance Committee shall conduct an annual review of the Corporation's fiscal policies and procedures, and their findings and recommendations shall be reported to the Board of Directors. A copy of the Finance Committee's report shall be filed in the Corporation Office. The Board of Directors shall have an outside accounting firm conduct an annual audit which shall be completed on or before the deadline established in the Agreement with the City of Atlanta, as from time to time required.

SECTION 4. Gifts and Donations. In order to assist the Corporation in its purposes, the Board of Directors shall have the authority to accept and receive funds or other property donated for the purpose of promoting the purposes. Furthermore, the Board shall so govern the acceptance of donations and the application of funds or property donated as to insure the charitable nature thereof; and shall neither receive nor apply funds or property so as to violate

those Statutes of the United States and of this State and those rules and regulations of the Treasury Department of the United States granting tax exemption or tax benefits to the use of and donation of property for charitable purposes.

SECTION 5. Grants. The Corporation shall authorize its staff, Board and any other appointed representative to apply for, solicit and seek funds for its operations and programs from any and all legitimate public and private sources including municipal, county, state and federal governments; local, regional, and national Corporations, partnerships, businesses, and foundations.

SECTION 6. Application of Gifts. Such donations as shall be made unconditionally shall be used by the Corporation at the discretion of the Board of Directors.

SECTION 7. Conditional Gifts. Such donations for a specific purpose as shall be made to the Corporation consistent with the purpose of the Corporation, or upon special terms as to application or management thereof, may be accepted and received by the Board. If the Board shall be of the opinion that the acceptance of such a donation would impose undue expense or obligation upon the Corporation, or would interfere with the efficient promotion of the purposes of the Corporation, such a donation with special terms and conditions may be rejected by a majority of the Board at a Special Board Meeting called for that purpose. All of the members of the Board shall be given notice at least five (5) days prior to such meeting that the Board will consider the rejection of such donation. The requirement of such notice to the Board is for the purpose of insuring full consideration of any such donations.

ARTICLE XVII

ACCESS RULES

SECTION 1. Access Rules. The Board of Directors shall develop rules ensuring that usage of facilities, equipment and channel time for public access purposes is available to residents of the City of Atlanta on an equitable and non-discriminatory basis. Said rules shall be developed after consultation with the Mayor's Office of Marketing and Communications of the City of Atlanta and shall preserve the principle that channel and facility time shall be available to residents for public access communications purposes at minimal cost.

ARTICLE XIII

PROGRAMMING GRANTS

SECTION 1. Programming Support Funds. The Board of Directors may disburse funds to qualified individuals, organizations, and citizens groups for the production, distribution, acquisition and/or promotion of programs to be shown on public access channels. Said programming shall be consistent with the purposes and policies of the Corporation. Funds so disbursed shall be allocated pursuant to rules and procedures adopted by the Board of Directors.

ARTICLE XIX

CORPORATE SEAL

SECTION 1. Official Seal. The seal of the Corporation shall consist of any impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words, "Corporate Seal" enclosed in

parentheses or scroll, which shall also be deemed to be the seal of the Corporation.

ARTICLE XX

WAIVER OF NOTICE

SECTION 1. Notice Waiver. Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of notice.

ARTICLE XXI

CONSTRUCTION

SECTION 1. Construction and Interpretation. In referring herein to any officer or member of the Board of Directors, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

SECTION 2. Table of Contents; Reading. The table of contents and headings are of organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

ARTICLE XXII

AMENDMENTS TO BYLAWS

SECTION 1. Power to Amend. The Board of Directors of the Corporation shall have the

power to alter, amend or repeal these Bylaws or adopt new Bylaws of the Corporation by an affirmative vote of two-thirds of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, that notice of the contemplated action concerning the Bylaws is mailed to each member of said Board at least fifteen (15) days in advance of said meeting; and provided further, however, that a majority of the Executive Committee shall have approved the contemplated action concerning the Bylaws.

END OF BYLAWS